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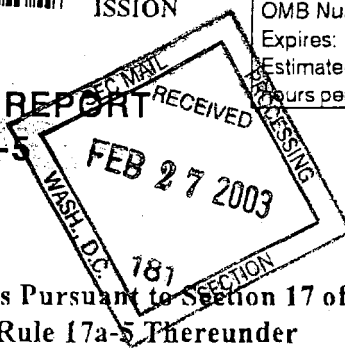
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ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III



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Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder

REPORT FOR THE PERIOD BEGINNING 1/02/02 AND ENDING 12/31/02  
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Baystate Capital Services, Inc.			OFFICIAL USE ONLY FIRM I.D. NO.
ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.) <u>One Monarch Place</u> (No. and Street) <u>Springfield</u> <u>Massachusetts</u> <u>01133</u> (City) (State) (Zip Code)			

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT <u>Atila Aritan</u> <u>(413) 784-6196</u> (Area Code - Telephone Number)	
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B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report* <u>PricewaterhouseCoopers LLP</u> (Name - if individual, state last, first, middle name) <u>160 Federal Street</u> <u>Boston</u> <u>Massachusetts</u> <u>02110</u> (Address) (City) (State) (Zip Code)			
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- CHECK ONE:
- ☒ Certified Public Accountant
  - ☐ Public Accountant
  - ☐ Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY
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\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

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## OATH OR AFFIRMATION

I, Larry Humphrey, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Baystate Capital Services, Inc., as of December 31, 2002, 20\_\_\_\_, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**DOROTHY MIKAELIAN**  
Notary Public  
My Commission Expires July 24, 2008

Dorothy Mikaelian  
Notary Public

Larry Humphrey  
Signature  
Treasurer and Director  
Title

This report \*\* contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Changes in Financial Condition.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).**

**BAYSTATE CAPITAL SERVICES, INC.**

**(A Wholly-owned Subsidiary  
of Monarch Life Insurance Company)**

**FINANCIAL STATEMENTS AND  
ADDITIONAL INFORMATION**

**December 31, 2002 and 2001**

**BAYSTATE CAPITAL SERVICES, INC.**  
**(A Wholly-owned Subsidiary of Monarch Life Insurance Company)**  
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**Report of Independent Accountants**

To the Board of Directors and Stockholder  
of Baystate Capital Services, Inc.

In our opinion, the accompanying statements of financial condition and the related statements of operations, of changes in stockholder's equity and of cash flows present fairly, in all material respects, the financial position of Baystate Capital Services, Inc. (a wholly-owned subsidiary of Monarch Life Insurance Company) as of December 31, 2002 and 2001, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements that you are filing pursuant to rule 17a-5 under the Securities Exchange Act of 1934 are the responsibility of Baystate Capital Services, Inc.'s management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these financial statements in accordance with auditing standards generally accepted in the United States of America which require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Notes 3 and 5, Baystate Capital Services, Inc. has significant transactions with its parent, Monarch Life Insurance Company. It is possible that the terms of these transactions are not the same as those that would result from transactions among wholly unrelated parties.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained on Page 9 (Computation of Net Capital under Rule 15c3-1 at December 31, 2002) is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by Rule 17a-5 under the Securities Exchange Act of 1934. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

*PricewaterhouseCoopers LLP*

February 21, 2003

**BAYSTATE CAPITAL SERVICES, INC.**  
**(A Wholly-owned Subsidiary of Monarch Life Insurance Company)**  
**STATEMENTS OF FINANCIAL CONDITION**

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	December 31,	
	2002	2001
<b>Assets:</b>		
Cash	\$ 11,411	\$ 11,411
<b>Total Assets</b>	<u>\$ 11,411</u>	<u>\$ 11,411</u>
<b>Liabilities and Stockholder's Equity:</b>		
<b>Total Liabilities</b>	\$ --	\$ --
<b>Stockholder's Equity:</b>		
Common stock, par value \$.01 per share		
200,000 shares authorized, and		
1,000 shares issued and outstanding	10	10
Additional paid-in capital	9,990	9,990
Retained earnings	1,411	1,411
<b>Total Stockholder's Equity</b>	<u>11,411</u>	<u>11,411</u>
<b>Total Liabilities and Stockholder's Equity</b>	<u>\$ 11,411</u>	<u>\$ 11,411</u>

The accompanying notes are an integral part of these financial statements.

BAYSTATE CAPITAL SERVICES, INC.  
(A Wholly-owned Subsidiary of Monarch Life Insurance Company)  
STATEMENTS OF OPERATIONS  
FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001

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	2002	2001
Revenues:		
Commissions (Note 3)	\$ 30,762	\$ 35,506
	<u>30,762</u>	<u>35,506</u>
Expenses:		
Commissions	30,762	35,506
	<u>30,762</u>	<u>35,506</u>
Net Income	\$ <u>    --    </u>	\$ <u>    --    </u>

The accompanying notes are an integral part of these financial statements.

BAYSTATE CAPITAL SERVICES, INC.  
(A Wholly-owned Subsidiary of Monarch Life Insurance Company)  
STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY  
FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001

	Common Stock	Additional Paid-in Capital	Retained Earnings	Total Stockholder's Equity
Balance at January 1, 2001	\$ 10	\$ 9,990	\$ 1,411	\$ 11,411
Net Income	--	--	--	--
Balance at December 31, 2001	10	9,990	1,411	11,411
Net Income	--	--	--	--
Balance at December 31, 2002	\$ 10	\$ 9,990	\$ 1,411	\$ 11,411

The accompanying notes are an integral part of these financial statements.



BAYSTATE CAPITAL SERVICES, INC.  
(A Wholly-owned Subsidiary of Monarch Life Insurance Company)  
STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2002 AND 2001

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	<u>2002</u>	<u>2001</u>
Cash Flows From Operating Activities:		
Net Income	\$ <u>          --</u>	\$ <u>          --</u>
Net Cash Provided by Operating Activities	<u>          --</u>	<u>          --</u>
Net Increase in Cash	<u>          --</u>	<u>          --</u>
Cash - Beginning of Period	<u>      11,411</u>	<u>      11,411</u>
Cash - End of Period	\$ <u>      11,411</u>	\$ <u>      11,411</u>

The accompanying notes are an integral part of these financial statements.

**BAYSTATE CAPITAL SERVICES, INC.**  
**(A Wholly-owned Subsidiary of Monarch Life Insurance Company)**  
**NOTES TO FINANCIAL STATEMENTS**

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**NOTE 1-ORGANIZATION**

Baystate Capital Services, Inc. (the Company), a wholly-owned subsidiary of Monarch Life Insurance Company (Monarch Life), was incorporated November 18, 1994, was capitalized April 14, 1995, and became a member of the National Association of Securities Dealers and commenced business on June 13, 1995. The Company serves as a broker-dealer for Monarch Life in order for Monarch Life to continue to accept premiums on and meet contractual obligations under existing variable life insurance policies and variable annuity contracts previously issued by Monarch Life.

Monarch Life is a wholly-owned subsidiary of Regal Reinsurance Company (Regal Re). On June 9, 1994, the Insurance Commissioner of the Commonwealth of Massachusetts (the Commissioner) was appointed receiver (the Receiver) of Monarch Life in a rehabilitation proceeding pending before the Supreme Judicial Court for Suffolk County, Massachusetts (the Court). A term sheet dated July 19, 1994 (the Term Sheet) among the Commissioner (in her capacity as Commissioner and Receiver) and certain Regal Re shareholders and noteholders and holders of Monarch Life's surplus notes (representing approximately 85% of both the total outstanding Regal Re notes and common stock) (the Holders) was approved by the Court on September 1, 1994. Pursuant to the Term Sheet, the Holders transferred their notes and stock into voting trusts for which the Commissioner is the sole trustee, which effectively vests control of Regal Re and Monarch Life in the Commissioner.

Some Insurance Departments have either suspended Monarch Life's certificate of authority, ordered Monarch Life to cease writing new business, or have requested a voluntary suspension of sales. In addition, Monarch Life's certificate of authority has been revoked by the insurance departments of the states of Hawaii (1995), Idaho (1998), Kentucky (1995), Louisiana (1994), Michigan (1995), Missouri (1994), Nevada (1997), Washington (2000), and Wyoming (1992).

Monarch Life currently limits its business to maintaining its existing blocks of disability income insurance, variable life, and annuity businesses. Monarch Life ceased issuing new variable life insurance policies and new annuity contracts effective May 1, 1992, and new disability income insurance policies effective June 15, 1993.

**NOTE 2-ACCOUNTING POLICIES**

The financial statements are presented in conformity with the requirements of the Securities and Exchange Commission pertaining to the Financial and Operational Combined Uniform Single Report (FOCUS). Such presentation is not at variance with accounting principles generally accepted in the United States.

Cash: Cash is comprised of funds on deposit.

**BAYSTATE CAPITAL SERVICES, INC.**  
**(A Wholly-owned Subsidiary of Monarch Life Insurance Company)**  
**NOTES TO FINANCIAL STATEMENTS**

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**NOTE 2-ACCOUNTING POLICIES (Cont.)**

Income Taxes: The Company's operations are included in the consolidated life/non-life federal income tax return of Regal Re; however, pursuant to the terms of various agreements between Monarch Life and the Company, all operating expenses, including federal and state income taxes, are treated as a liability of Monarch Life and are paid by Monarch Life.

Recognition of Commission Income and Expense: Commission income and expense are recognized when the sales of financial products are settled. Recognition on a settlement date basis is materially the same as on a trade date basis.

Statement of Changes in Subordinated Liabilities: The financial statements do not include a statement of changes in liabilities subordinated to the claims of general creditors as required under Rule 17a-5 of the Securities Exchange Act of 1934, since no such liabilities existed at December 31, 2002 and 2001, or during the periods then ended.

**NOTE 3-COMMISSION INCOME**

During 2002 and 2001, the Company earned all of its commissions from Monarch Life.

**NOTE 4-NET CAPITAL REQUIREMENTS**

Pursuant to the Uniform Net Capital requirements of the Securities and Exchange Commission under Rule 15c3-1, the Company is subject to certain rules regarding minimum net capital and is required to maintain a ratio of "aggregate indebtedness" to "net capital" (as those items are defined) which may not exceed 15 to 1. Minimum Net Capital required equals the greater of 6 2/3% of aggregate indebtedness or \$5,000. Aggregate indebtedness, net capital and the resultant ratio for the Company at December 31, 2002 and 2001, were as follows:

	2002	2001
Aggregate indebtedness	\$ <u>          --          </u>	\$ <u>          --          </u>
Net capital	\$ <u>  11,411          </u>	\$ <u>  11,411          </u>
Ratio of aggregate indebtedness to net capital	<u>                          --          </u>	<u>                          --          </u>

**BAYSTATE CAPITAL SERVICES, INC.**  
**(A Wholly-owned Subsidiary of Monarch Life Insurance Company)**  
**NOTES TO FINANCIAL STATEMENTS**

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**NOTE 4-NET CAPITAL REQUIREMENTS (Cont.)**

The Company's excess of net capital over minimum net capital required at December 31, 2002 and 2001, based on its aggregate indebtedness, was \$6,411.

The operations of the Company do not include the physical handling of securities or the maintenance of customer accounts. Accordingly, the reserve provisions of Rule 15c3-3 of the Securities Exchange Act of 1934 do not apply under the exemptions allowed by paragraphs (d)(1)(I) and (k)(2)(1) of that Rule.

**NOTE 5-RELATED PARTY TRANSACTIONS**

In accordance with various agreements between Monarch Life and the Company, the Company receives various services from Monarch Life, without charge, including accounting and data processing. All other operating expenses of the Company are also borne by Monarch Life.

BAYSTATE CAPITAL SERVICES, INC.  
(A Wholly-owned Subsidiary of Monarch Life Insurance Company)  
COMPUTATION OF NET CAPITAL UNDER RULE 15c3-1

Supplemental Schedule

	December 31, 2002
Total stockholder's equity	\$ 11,411
Haircut on nonexempt securities	--
Net capital	\$ 11,411
Aggregate indebtedness	\$ --
Minimum net capital required (greater of 6 2/3% of aggregate indebtedness or \$5,000)	\$ 5,000
Excess net capital	\$ 6,411
Ratio of aggregate indebtedness to net capital	--

The above calculation does not differ from the Company's calculation as reported in Part IIA of the FOCUS report.

**Report on Internal Control  
Required by SEC Rule 17a-5 for a  
broker dealer claiming an  
exemption from SEC rule 15c3-3**

PricewaterhouseCoopers LLP  
160 Federal Street  
Boston MA 02110  
Telephone (617) 439 4390

To the Board of Directors and Stockholder  
of Baystate Capital Services, Inc.

In planning and performing our audit of the financial statements and the supplemental schedule of Baystate Capital Services, Inc. (the Company), a wholly-owned subsidiary of Monarch Life Insurance Company, for the year ended December 31, 2002, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission (the SEC), we have made a study of the practices and procedures followed by the Company, including tests of compliance with such practices and procedures, that we considered relevant to the objectives stated in Rule 17a-5(g) in the following:

1. Making the periodic computations of aggregate indebtedness and net capital under Rule 17a-3(a)(11), and
2. Determining compliance with the exemptive provisions of Rule 15c3-3.

Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by Rule 17a-13;
2. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System; and
3. Obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers as required by Rule 15c3-3.

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of control and of the practices and procedures referred to in the preceding paragraph, and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives. Two of the objectives of internal control and the practices and procedures are to provide management with reasonable, but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit preparation of financial statements in accordance with generally accepted

accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, errors or fraud may occur and not be detected. Also, projection of any evaluation of internal control to future periods is subject to the risk that controls may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of one or more of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control, including procedures for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at December 31, 2002 to meet the SEC's objectives.

This report is intended solely for the use of the Board of Directors, management, the SEC, the National Association of Securities Dealers and other regulatory agencies that rely on Rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

*PricewaterhouseCoopers LLP*

February 21, 2003